

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION
STATE OF ILLINOIS

ORIGINAL

ILLINOIS COMMERCE COMMISSION

In the matter of the application of ATMOS ENERGY CORPORATION, for an order authorizing the issuance of up to 147,260 shares of common stock remaining through its Equity Incentive and Deferred Compensation Plan for Non-Employee Directors in an amount not to exceed \$5,000,000 pursuant to Section 6-102 of the Public Utility Act

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Docket No.

04-0634

CHIEF CLERK'S OFFICE

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ILLINOIS
COMMERCE COMMISSION

APPLICATION FOR ISSUANCE OF SECURITIES

To the Illinois Commerce Commission:

Atmos Energy Corporation (hereinafter sometimes referred to as "Petitioner" or "Company") respectfully states as follows:

1. Petitioner is a corporation duly organized and existing under and by virtue of the laws of the State of Texas and the Commonwealth of Virginia, with its principal office and place of business located at 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240. Petitioner is a public utility within the meaning of the Public Utilities Act of Illinois and is engaged in the business of distributing and selling natural gas in Central and Southern Illinois, at various farm taps in Central Illinois, and in various municipalities in the States of Georgia, Tennessee, Virginia, Missouri, Mississippi, Iowa, Kansas, Texas, Louisiana, Colorado and Kentucky.

2. The Equity Incentive and Deferred Compensation Plan for Non-Employee Directors ("Non-Employee Director Plan") allows each non-employee Director to defer receipt of their annual retainer and meeting fees, to invest their deferred compensation into either a cash account or a stock account and to receive an annual grant of share units for each year the non-employee Director serves on the Company's Board of Directors. The Non-Employee Director Plan is intended to encourage mutuality of interest be-

tween the non-employee Directors and Petitioner's other shareholders. The Commission previously approved the issuance of 150,000 shares of common stock through the Non-Employee Director Plan in ICC Docket No. 98-0682 in an Order issued on January 15, 1999. Petitioner is requesting the Commission to authorize the remaining 147,260 shares of common stock to continue to be available for issuance through the Non-Employee Director Plan, since the authorization by the Order in ICC Docket No. 98-0682 expired in January 2004.

3. Petitioner represents that any net proceeds from the issuance of the common stock will be used for general corporate purposes.

4. Petitioner further represents that the issuance of the common stock, as described herein, will continue to be beneficial to Petitioner and its customers and that the public will be inconvenienced thereby, as was found by the Order in ICC Docket No. 98-0682.

5. Petitioner represents that all corporate actions necessary to authorize the issuance and sale of such common stock is still in full force and effect from the actions taken prior to the Commission issuance of the Order in ICC Docket No. 98-0682.

6. Petitioner shall pay all costs and expenses of implementing and administering the issuance of the common stock. Since Petitioner paid the Illinois fees for the authorization of these shares as ordered in the Order in ICC Docket No. 98-0682, Petitioner does not expect to have to pay any additional Illinois fees as a result of this Petition.

7. Attached hereto and made a part hereof are the following Exhibits:

Exhibit A – Statement of Financial Condition

Exhibit B – Balance Sheet

Exhibit C – Pro Forma Income Statement

Exhibit D – Pro Forma Balance Sheet

Exhibit E – Statement of Actual and Pro Forma Capitalization Ratios

Exhibit F - Board of Directors' Resolution

Exhibit G – Testimony of Laurie Sherwood

WHEREFORE, Petitioner requests that the Commission will, after hearing, enter an appropriate order or orders:

- A. Authorizing Petitioner to issue up to 147,260 shares of common stock in an amount not to exceed \$5,000,000 through its Non-Employee Director Plan.
- B. Granting to Petitioner such other, further and different relief in the premises as the Commission may deem appropriate.

Respectfully submitted this 18 day of October, 2004.

ATMOS ENERGY CORPORATION

By: Gary A. Brown

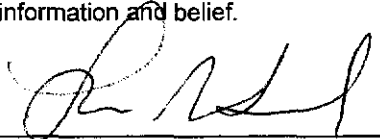
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VERIFICATION

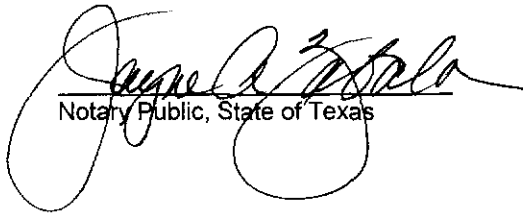
STATE OF TEXAS §
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COUNTY OF DALLAS §

The undersigned, being under oath, says that she is the Vice President and Treasurer of Atmos Energy Corporation, Petitioner named in the above and foregoing Application, that she has read said Application, knows the contents thereof and that the same is true to the best of her personal knowledge, information and belief.



Laurie M. Sherwood
Vice President and Treasurer
Atmos Energy Corporation

Signed and sworn to before me this 11th day of October, 2004, by
Laurie M. Sherwood, as Vice President and Treasurer of Atmos Energy Corporation, on
behalf of said corporation.


Notary Public, State of Texas